PATENT COOPERATION TREATY

PCT

INTERNATIONAL PRELIMINARY REPORT ON PATENTABILITY

(Chapter II of the Patent Cooperation Treaty)

(PCT Article 36 and Rule 70)

Applicant's or agent's file reference x-16094	FOR FURTHER ACTION	See Form PCT/IPEA/416
International application No. PCT/US2004/039775	International filing date *(day/month/year)* 21.12.2004	Priority date *(day/month/year)* 22.12.2003

International Patent Classification (IPC) or national classification and IPC
A61K31/4196, A61K31/4245, A61K31/433, C07D249/08, C07D271/10, C07D285/12, A61P3/10

Applicant
ELI LILLY AND COMPANY

1. This report is the international preliminary examination report, established by this International Preliminary Examining Authority under Article 35 and transmitted to the applicant according to Article 36.
2. This REPORT consists of a total of 8 sheets, including this cover sheet.
3. This report is also accompanied by ANNEXES, comprising:
   a. ☒ *sent to the applicant and to the International Bureau)* a total of 9 sheets, as follows:
      ☒ sheets of the description, claims and/or drawings which have been amended and are the basis of this report and/or sheets containing rectifications authorized by this Authority (see Rule 70.16 and Section 607 of the Administrative Instructions).
      ☐ sheets which supersede earlier sheets, but which this Authority considers contain an amendment that goes beyond the disclosure in the international application as filed, as indicated in item 4 of Box No. I and the Supplemental Box.
   b. ☐ *(sent to the International Bureau only)* a total of (indicate type and number of electronic carrier(s)) , containing a sequence listing and/or tables related thereto, in computer readable form only, as indicated in the Supplemental Box Relating to Sequence Listing (see Section 802 of the Administrative Instructions).

4. This report contains indications relating to the following items:

☒	Box No. I	Basis of the opinion
☐	Box No. II	Priority
☒	Box No. III	Non-establishment of opinion with regard to novelty, inventive step and industrial applicability
☐	Box No. IV	Lack of unity of invention
☒	Box No. V	Reasoned statement under Article 35(2) with regard to novelty, inventive step or industrial applicability; citations and explanations supporting such statement
☐	Box No. VI	Certain documents cited
☐	Box No. VII	Certain defects in the international application
☐	Box No. VIII	Certain observations on the international application

Date of submission of the demand	Date of completion of this report
11.10.2005	13.01.2006
Name and mailing address of the international preliminary examining authority: European Patent Office D-80298 Munich Tel. +49 89 2399 - 0 Tx: 523656 epmu d Fax: +49 89 2399 - 4465	Authorized Officer Cortés, J Telephone No. +49 89 2399-8206

INTERNATIONAL PRELIMINARY REPORT ON PATENTABILITY

International application No.
PCT/US2004/039775

Box No. I Basis of the report

1. With regard to the **language**, this report is based on the international application in the language in which it was filed, unless otherwise indicated under this item.

   ☐ This report is based on translations from the original language into the following language , which is the language of a translation furnished for the purposes of:
   - ☐ international search (under Rules 12.3 and 23.1(b))
   - ☐ publication of the international application (under Rule 12.4)
   - ☐ international preliminary examination (under Rules 55.2 and/or 55.3)

2. With regard to the **elements*** of the international application, this report is based on *(replacement sheets which have been furnished to the receiving Office in response to an invitation under Article 14 are referred to in this report as "originally filed" and are not annexed to this report)*:

Description, Pages

1-135	as originally filed

Claims, Numbers

1-83, 84(part 1)	as originally filed
84(part 2), 85-87	filed with telefax on 11.10.2005

☐ a sequence listing and/or any related table(s) - see Supplemental Box Relating to Sequence Listing

3. ☐ The amendments have resulted in the cancellation of:
   - ☐ the description, pages
   - ☐ the claims, Nos.
   - ☐ the drawings, sheets/figs
   - ☐ the sequence listing *(specify)*:
   - ☐ any table(s) related to sequence listing *(specify)*:

4. ☐ This report has been established as if (some of) the amendments annexed to this report and listed below had not been made, since they have been considered to go beyond the disclosure as filed, as indicated in the Supplemental Box (Rule 70.2(c)).
   - ☐ the description, pages
   - ☐ the claims, Nos.
   - ☐ the drawings, sheets/figs
   - ☐ the sequence listing *(specify)*:
   - ☐ any table(s) related to sequence listing *(specify)*:

* *If item 4 applies, some or all of these sheets may be marked "superseded."*

INTERNATIONAL PRELIMINARY REPORT ON PATENTABILITY

International application No.
PCT/US2004/039775

Box No. III Non-establishment of opinion with regard to novelty, inventive step and industrial applicability

1. The questions whether the claimed invention appears to be novel, to involve an inventive step (to be non-obvious), or to be industrially applicable have not been examined in respect of:

☐ the entire international application,

☒ claims Nos. 57-61,63,65,65

because:

☒ the said international application, or the said claims Nos. 57-61,63,65,65 relate to the following subject matter which does not require an international preliminary examination (specify):

see separate sheet

☐ the description, claims or drawings *(indicate particular elements below)* or said claims Nos. are so unclear that no meaningful opinion could be formed *(specify)*:

☐ the claims, or said claims Nos. are so inadequately supported by the description that no meaningful opinion could be formed.

☐ no international search report has been established for the said claims Nos.

☐ the nucleotide and/or amino acid sequence listing does not comply with the standard provided for in Annex C of the Administrative Instructions in that:

the written form	☐	has not been furnished
	☐	does not comply with the standard
the computer readable form	☐	has not been furnished
	☐	does not comply with the standard

☐ the tables related to the nucleotide and/or amino acid sequence listing, if in computer readable form only, do not comply with the technical requirements provided for in Annex C-*bis* of the Administrative Instructions.

☐ See separate sheet for further details

INTERNATIONAL PRELIMINARY REPORT ON PATENTABILITY

International application No.
PCT/US2004/039775

Box No. V Reasoned statement under Article 35(2) with regard to novelty, inventive step or industrial applicability; citations and explanations supporting such statement

1. Statement

Novelty (N)	Yes:	Claims	
	No:	Claims	1-87
Inventive step (IS)	Yes:	Claims	
	No:	Claims	1-87
Industrial applicability (IA)	Yes:	Claims	1-56, 62, 64, 67-87
	No:	Claims	

2. Citations and explanations (Rule 70.7):

see separate sheet

Re Item I

Basis of the opinion

With fax of 11.10.2005 the Applicant has filed three new dependent claims 85 to 87 without indicating the basis for these new claims in the application as originally filed.

These claims seem to be based on claim 1 as originally filed by deleting meanings in the definition of substituents (e.g. in new claim 85 the following meanings have been deleted: W=O,S; Y=single bond; E=A) and by replacement of unclear meanings by more specific meanings disclosed in the general part of the description (e.g. claim 85: "aliphatic linker" has been replaced by "C1-C6 alkyl" in the definition of U; the basis for this amandment can be found on page 14, lines 5 and 11 of the application as originally filed).

The new claims seem to have basis in the application as originally filed (e.g. the combination of features W=N and E=C(R3)(R4)A which has been singled out in new claim 85 has a basis e.g. in claim 8 as originally filed; new claims 86 and 87 are directed to compounds wherein W=S and W=O, respectively), i.e. comply with the requirements of article 34(b) PCT.

Re Item III

Non-establishment of opinion with regard to novelty, inventive step and industrial applicability

The present claim set encompassed so many compounds that it is impossible to cite all documents which are relevant to the issue of novelty. The 9 X-documents cited in the search report have been cited only exemplarily.

The search has therefore been limited to compounds of the present claim 1 wherein **V is a C0-8-alkyl, Y is C, O, S or N (i.e. not a single bond) and E is C(R3R4)A.**

It is noted that new claims 85-87 also extend beyond the searched scope, since the definition of the linker V has not been limited.

Claims 57-61, 63, 65 and 65 relate to subject matter considered by this Authority to be

covered by the provisions of Rule 67.1(iv) PCT. Consequently, no opinion will be formulated with respect to the industrial applicability of the subject matter of these claims (Article 34(4)(a)(i) PCT).

Re Item V

Reasoned statement under Rule 66.2(a)(ii) with regard to novelty, inventive step or industrial applicability; citations and explanations supporting such statement

The following documents have been cited in the International Search Report:

D1: WO 03/084916 A (WARNER-LAMBERT) 16 October 2003 (2003-10-16)

D2: MEANWELL ET AL: JOURNAL OF MEDICINAL CHEMISTRY, vol. 35, no. 19, 1992, pages 3498-3512, XP002322862

D3: EP-A-0 453 846 (BAYER) 30 October 1991 (1991-10-30)

D4: US-A-3 637 672 (OSAKA SEIKA KOGYO) 25 January 1972 (1972-01-25)

D5: WO 97/03967 A (RHONE-POULENC RORER) 6 February 1997 (1997-02-06)

D6: JP 05 202038 A (SUMITOMO) 10 August 1993 (1993-08-10)

D7: DATABASE BEILSTEIN 28 November 1988 (1988-11-28), XP002322768 Database accession no. BRN: 677345

D8: DATABASE BEILSTEIN 1988, XP002322769 Database accession no. BRN: 1008075

D9: DATABASE BEILSTEIN 1988, XP002322863 Database accession no. BRN: 1013052

D10: WO 02/46174 A (GLAXO) 13 June 2002 (2002-06-13)

Novelty (Article 33(2) PCT)

D1 to D9 disclose compounds which are encompassed by the present claim set. The present claim set is therefore not novel.

In the above mentioned fax the Applicant alleges that the three new claims 85-87 comply with the requirements for novelty, without explaining which specific structural feature or combination of features defines the difference to the prior art.

In new claims 85-87 the Applicant has merely excluded matter which had not been searched anyway (i.e. deletion of Y=single bond and E=A). I.e. the matter of new claims 85-87 can hardly have been delimited from the cited prior art. The generic groups defined in claims still overlap with the generic groups disclosed in the prior art and the specific prior art compounds cited in the search report are still encompassed by claims 85-87.

Inventive Step (Article 33(3) PCT)

D1 and D10 disclose PPAR modulators, D1 can be regarded as the closest prior art.

The problem of the application was the provision of new PPAR modulators.

Since the present compounds have already been disclosed in D1 the present invention lacks an inventive step.

In the above mentioned fax the Applicant alleges that the three new claims 85-87 comply with the requirements for inventive step, without explaining which specific structural feature or combination of features defines the contribution to the to the prior art, why the chose of this feature was not obvious in view of D1 and/or D2 and whether this particular structural feature causes an unexpected improvment (e.g. higher pharmacologic activity).

Clarity (Article 6 PCT)

The claims contain many definitions and expression which are unclear within the meaning of Article 6 PCT, e.g. the terms "heteroalkyl", "heterocycloalkyl", the definition for an

"aliphatic linker" (which could be according to the definition in claim 1 e.g. an oxygen atom) and the definition of R32 as a bond.

In the above mentioned fax the Applicant alleges that the claims are clear, since the general part of the description discloses clear definitions for the above mentioned terms.

This is not sufficient. Article 6 PCT requires the claims to be clear per se, i.e. without the need of refering to the description and it also does not resolve the problem of defintions which are inconsistent with the common meaning in the art.

from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C_1-C_4 alkyl;

(j) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkylenyl, C_1-C_6 alkyl-COOR12'', C_0-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryl-C_{0-4}-alkyl, aryl- C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', $OS(O)_2R16'$, $N(R17')_2$, NR18'C(O)R19', NR20'SO_2R21', SR22', S(O)R23', $S(O)_2R24'$, and $S(O)_2N(R25')_2$; and wherein aryl-C_{0-4}-alkyl, aryl- C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three independently selected from R28; and wherein R10 and R11 optionally combine to form a 5 to 6 membered fused bicyclic ring with the phenyl to which they are bound;

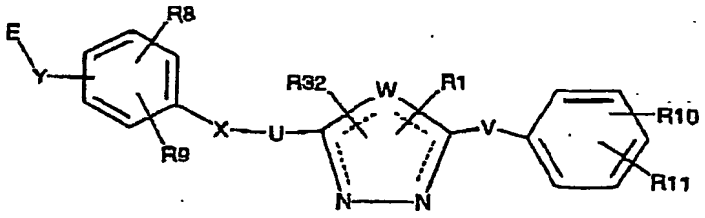
(k) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl;

(l) R30 is selected from the group consisting of C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, aryl- C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and wherein C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, aryl- C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;

(m) R32 is selected from the group consisting of a bond, hydrogen, halo, C_1-C_6 alkyl, C_1-C_6 haloalkyl, and C_1-C_6 alkyloxo; and

(n) ---- is optionally a bond to form a double bond at the indicated position.

85. A compound as claimed by any one of Claims 1, 2, 3, and 8 through 55:



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and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

(a) R1 is selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8 alkenyl, hetero(C_1-C_8)alkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and, wherein C_1-C_8 alkyl, C_1-C_8 alkenyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three substituents independently selected from R1';

(b) R1', R26, R27, R28 and R31 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkyl-COOR12, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryloxy, aryl-C_{0-4}-alkyl, heteroaryl, heterocyclo C_5-C_{14} alkyl, C(O)R13, COOR14, OC(O)R15, $OS(O)_2R16$, $N(R17)_2$, NR18C(O)R19, $NR20SO_2R21$, SR22, S(O)R23, $S(O)_2R24$, and $S(O)_2N(R25)_2$; R12, R13, R14, R15, R16, R17, R18, R19, R20, R21, R22, R23, R24 and R25 are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl;

(c) V is selected from the group consisting of C_0-C_8 alkyl and hetero(C_{1-6})alkyl;

(d) X is selected from the group consisting of a single bond, O, S, $S(O)_2$ and N;

(e) U is C_1-C_6 alkyl wherein one carbon atom of the aliphatic linker is optionally replaced with O, NH or S, and wherein such aliphatic linker is optionally substituted with from one to four substituents each independently selected from R30;

(f) W is N;

(g) Y is selected from the group consisting of C, O, S, and NH;

(h) E is C(R3)(R4)A and wherein

(i) A is selected from the group consisting of carboxyl, tetrazole, C_1-C_6 alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, acylsulfonamide and tetrazole are each optionally substituted with from one to two groups independently selected from R^7;

(ii) each R^7 is independently selected from the group consisting of hydrogen, C_1-C_6 haloalkyl, aryl C_0-C_4 alkyl and C_1-C_6 alkyl;

(iii) R3 is selected from the group consisting of hydrogen, C_1-C_5 alkyl, and C_1-C_5 alkoxy; and

(iv) R4 is selected from the group consisting of H, C_1-C_5 alkyl, C_1-C_5 alkoxy, aryloxy, C_3-C_6 cycloalkyl, and aryl C_0-C_4 alkyl, and R3 and R4 are optionally combined to form a C_3-C_4 cycloalkyl, and wherein alkyl, alkoxy, aryloxy, cycloalkyl and aryl-alkyl are each optionally substituted with from one to three substituents each independently selected from R26;

(i) R8 is selected from the group consisting of hydrogen, C_1-C_4 alkyl, C_1-C_4 alkylenyl, and halo;

(j) R9 is selected from the group consisting of hydrogen, C_1-C_4 alkyl, C_1-C_4 alkylenyl, halo, aryl-C_0-C_4 alkyl, heteroaryl, C_1-C_6 allyl, and OR29, and wherein aryl-C_0-C_4 alkyl, heteroaryl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C_1-C_4 alkyl;

(k) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkylenyl, C_1-C_6 alkyl-COOR12'', C_0-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', $OS(O)_2R16'$, $N(R17')_2$, NR18'C(O)R19', NR20'SO_2R21', SR22', S(O)R23', $S(O)_2R24'$, and $S(O)_2N(R25')_2$; and wherein aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each

optionally substituted with from one to three independently selected from R28; and wherein R10 and R11 optionally combine to form a 5 to 6 membered fused bicyclic ring with the phenyl to which they are bound;

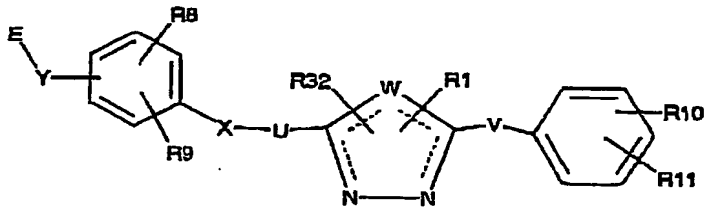
(l) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl;

(m) R30 is selected from the group consisting of C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and wherein C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;

(n) R32 is selected from the group consisting of a bond, hydrogen, halo, C_1-C_6 alkyl, C_1-C_6 haloalkyl, and C_1-C_6 alkyloxo; and

(o) — is optionally a bond to form a double bond at the indicated position.

86. A compound as claimed by any one of Claims 1, 4, 5, 7, and 11 through 43:



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and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

(a) R1 is selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8 alkenyl, hetero(C_1-C_8)alkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and, wherein C_1-C_8 alkyl, C_1-C_8 alkenyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three substituents independently selected from R1';

(b) R1', R26, R27. R28 and R31 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkyl-

COOR12, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryloxy, aryl-C_{0-4}-alkyl, heteroaryl, heterocyclo C_5-C_{14} alkyl, C(O)R13, COOR14, OC(O)R15, $OS(O)_2R16$, $N(R17)_2$, NR18C(O)R19, $NR20SO_2R21$, SR22, S(O)R23, $S(O)_2R24$, and $S(O)_2N(R25)_2$; R12, R13, R14, R15, R16, R17, R18, R19, R20, R21, R22, R23, R24 and R25 are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl;

(c) V is selected from the group consisting of C_0-C_8 alkyl and hetero(C_{1-6})alkyl;

(d) X is selected from the group consisting of a single bond, O, S, and N;

(e) U is C_1-C_6 alkyl wherein one carbon atom of the aliphatic linker is optionally replaced with O, NH or S, and wherein such aliphatic linker is optionally substituted with from one to four substituents each independently selected from R30;

(f) W is S;

(g) Y is selected from the group consisting of C, O, S, and NH;

(h) E is C(R3)(R4)A and wherein

(i) A is selected from the group consisting of carboxyl, tetrazole, C_1-C_6 alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, acylsulfonamide and tetrazole are each optionally substituted with from one to two groups independently selected from R^7;

(ii) each R^7 is independently selected from the group consisting of hydrogen, C_1-C_6 haloalkyl, aryl C_0-C_4 alkyl and C_1-C_6 alkyl;

(iii) R3 is selected from the group consisting of hydrogen, C_1-C_5 alkyl, and C_1-C_5 alkoxy; and

(iv) R4 is selected from the group consisting of H, C_1-C_5 alkyl, C_1-C_5 alkoxy, aryloxy, C_3-C_6 cycloalkyl, and aryl C_0-C_4 alkyl, and R3 and R4 are optionally combined to form a C_3-C_4 cycloalkyl, and wherein alkyl, alkoxy, aryloxy, cycloalkyl and aryl-alkyl are each optionally substituted with from one to three substituents each independently selected from R26;

(i) R8 is selected from the group consisting of hydrogen, C_1-C_4 alkyl, C_1-C_4 alkylenyl, and halo;

(j) R9 is selected from the group consisting of hydrogen, C_1-C_4 alkyl, C_1-C_4 alkylenyl, halo, aryl-C_0-C_4 alkyl, heteroaryl, C_1-C_6 allyl, and OR29, and wherein aryl-C_0-C_4 alkyl, heteroaryl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C_1-C_4 alkyl;

(k) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkylenyl, C_1-C_6 alkyl-COOR12'', C_0-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', $OS(O)_2$R16', $N(R17')_2$, NR18'C(O)R19', NR20'SO_2R21', SR22', S(O)R23', $S(O)_2$R24', and $S(O)_2N(R25')_2$; and wherein aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three independently selected from R28; and wherein R10 and R11 optionally combine to form a 5 to 6 membered fused bicyclic ring with the phenyl to which they are bound;

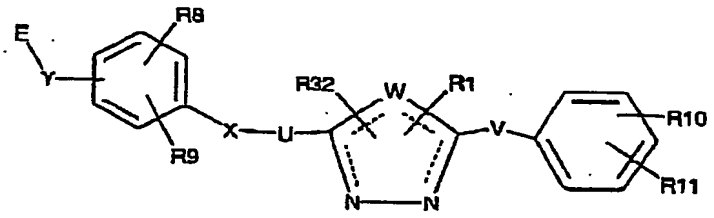
(l) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl;

(m) R30 is selected from the group consisting of C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and wherein C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;

(n) R32 is selected from the group consisting of a bond, hydrogen, halo, C_1-C_6 alkyl, C_1-C_6 haloalkyl, and C_1-C_6 alkyloxo; and

(o) ---- is optionally a bond to form a double bond at the indicated position.

87. A compound as claimed by any one of Claims 1, 4, 6, 7, and 11 through 43:



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and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

(a) R1 is selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8 alkenyl, hetero(C_1-C_8)alkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and, wherein C_1-C_8 alkyl, C_1-C_8 alkenyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three substituents independently selected from R1';

(b) R1', R26, R27, R28 and R31 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkyl-COOR12, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryloxy, aryl-C_{0-4}-alkyl, heteroaryl, heterocyclo C_5-C_{14} alkyl, C(O)R13, COOR14, OC(O)R15, $OS(O)_2R16$, $N(R17)_2$, NR18C(O)R19, $NR20SO_2R21$, SR22, S(O)R23, $S(O)_2R24$, and $S(O)_2N(R25)_2$; R12, R13, R14, R15, R16, R17, R18, R19, R20, R21, R22, R23, R24 and R25 are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl;

(c) V is selected from the group consisting of C_0-C_8 alkyl and hetero(C_{1-6})alkyl;

(d) X is selected from the group consisting of a single bond, O, S, and N;

(e) U is C_1-C_6 alkyl wherein one carbon atom of the aliphatic linker is optionally replaced with O, NH or S, and wherein such aliphatic linker is optionally substituted with from one to four substituents each independently selected from R30;

(f) W is O;

(g) Y is selected from the group consisting of C, O, S, and NH;

(h) E is C(R3)(R4)A and wherein

(i) A is selected from the group consisting of carboxyl, tetrazole, C_1-C_6 alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, acylsulfonamide and tetrazole are each optionally substituted with from one to two groups independently selected from R^7;

(ii) each R^7 is independently selected from the group consisting of hydrogen, C_1-C_6 haloalkyl, aryl C_0-C_4 alkyl and C_1-C_6 alkyl;

(iii) R3 is selected from the group consisting of hydrogen, C_1-C_5 alkyl, and C_1-C_5 alkoxy; and

(iv) R4 is selected from the group consisting of H, C_1-C_5 alkyl, C_1-C_5 alkoxy, aryloxy, C_3-C_6 cycloalkyl, and aryl C_0-C_4 alkyl, and R3 and R4 are optionally combined to form a C_3-C_4 cycloalkyl, and wherein alkyl, alkoxy, aryloxy, cycloalkyl and aryl-alkyl are each optionally substituted with from one to three substituents each independently selected from R26;

(j) R8 is selected from the group consisting of hydrogen, C_1-C_4 alkyl, C_1-C_4 alkylenyl, and halo;

(j) R9 is selected from the group consisting of hydrogen, C_1-C_4 alkyl, C_1-C_4 alkylenyl, halo, aryl-C_0-C_4 alkyl, heteroaryl, C_1-C_6 allyl, and OR29, and wherein aryl-C_0-C_4 alkyl, heteroaryl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C_1-C_4 alkyl;

(k) R10, R11 are each independently selected from the group consisting of hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkylenyl, C_1-C_6 alkyl-COOR12'', C_0-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', $OS(O)_2R16'$, $N(R17')_2$, NR18'C(O)R19', $NR20'SO_2R21'$, SR22', S(O)R23', $S(O)_2R24'$, and $S(O)_2N(R25')_2$; and wherein aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each

optionally substituted with from one to three independently selected from R28; and wherein R10 and R11 optionally combine to form a 5 to 6 membered fused bicyclic ring with the phenyl to which they are bound;

(l) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl;

(m) R30 is selected from the group consisting of C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and wherein C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, arylhetero(C_{1-4})alkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;

(n) R32 is selected from the group consisting of a bond, hydrogen, halo, C_1-C_6 alkyl, C_1-C_6 haloalkyl, and C_1-C_6 alkyloxo; and

(o) — is optionally a bond to form a double bond at the indicated position.